

# **Exhibit E**

**quinn emanuel trial lawyers | washington, dc**

1300 I Street NW, Suite 900, Washington, District of Columbia 20005-3314 | TEL (202) 538-8000 FAX (202) 538-8100

WRITER'S DIRECT DIAL NO.  
**(202) 538-8120**

WRITER'S EMAIL ADDRESS  
**williamburck@quinnemanuel.com**

February 26, 2023

**VIA E-MAIL**

**LPOSNER@COHENMILSTEIN.COM**

Laura H. Posner  
Cohen Milstein Sellers & Toll PLLC  
88 Pine Street, 14th Floor  
New York, New York 10005

Re: *Northwest Biotherapeutics, Inc. v. Canaccord Genuity LLC, et al.*, No. 1:22-cv-10185  
(S.D.N.Y.)

Dear Ms. Posner:

We represent Defendant Citadel Securities LLC ("Citadel Securities") in the above-captioned action. As noted in our February 23, 2023 letter, we investigated the trading allegations in the Complaint that pertain to Citadel Securities and have identified several material factual inaccuracies that undermine Plaintiff Northwest Biotherapeutics, Inc.'s ("NWBO") analysis and claims. As referenced in that letter, and requested in NWBO's letter of February 24, we provide below a description of some of the significant errors in the Complaint concerning the only two alleged "examples" of purported "spoofing" by Citadel Securities.

Citadel Securities provides this information as a courtesy and to assist NWBO in determining how to proceed with this litigation, including whether NWBO objects to Defendants' request for a 30-day extension of Defendants' deadline to respond to the Complaint, and whether NWBO will withdraw its demonstrably false claims against Citadel Securities. The factual inaccuracies identified in this letter would have been clear to any attorney that had conducted a reasonable inquiry into the allegations prior to filing the Complaint, and dismissal is appropriate. Citadel Securities reserves all rights, and this letter is without prejudice to Citadel Securities' forthcoming motion for Rule 11 sanctions.

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**First**, best bids, best offers, and volumes alleged by NWBO are simply incorrect and appear to be entirely made up. As demonstrated below, accurate OTC Link data squarely refutes NWBO’s trading allegations.

October 12, 2020 “Example Episode”	
Allegation	OTC Link Data
“[A]t 14:18:25, the best bid and offer for NWBO was a bid to purchase 5,000 shares at a price of \$1.02 per share and an offer to sell 5,100 shares at a price of \$1.04 per share.” Compl. ¶ 74.	At 14:18:25, the best bid and offer for NWBO was a bid to purchase 1,300 shares at \$0.995 per share and an offer to sell 500 shares at a price of \$1.00 per share. Ex. 1.
May 10, 2022 “Example Episode”	
Allegation	OTC Link Data
“[A]t 11:25:43, the best bid and offer for NWBO was a bid to purchase 100 shares at a price of \$1.01 per share and an offer to sell 31,500 shares at a price of \$0.90 per share.” Compl. ¶ 213.	At 11:25:43, the best bid and offer for NWBO was a bid to buy 1000 shares of NWBO at \$0.9700 per share and offer to sell 3,000 shares of NWBO at \$0.9701. Ex. 2.

**Second**, NWBO’s allegations of “parking”—according to NWBO, Defendants “‘parked’ fictitious Baiting Orders behind orders placed by other unsuspecting traders, which meant they were extraordinarily unlikely to be executed,” Compl. ¶ 247—are wrong. Citadel Securities displayed **better** offers to sell than the offers it was purportedly “parked” behind.

October 12, 2020 “Example Episode”	
Allegation	OTC Link Data
Between 14:18:25 and 14:20:25, “[the Vertical Trading Group] had placed orders to sell 100 shares at prices as low as \$1.04, a better price than some or all of the Baiting Orders placed by [Citadel Securities].” Compl. ¶ 77. The Complaint refers to Citadel Securities placing orders to sell at higher prices—“behind” these lower priced orders—as “parking.” See Compl. ¶ 247.	After Vertical Trading Group first posted an offer to sell at \$1.04, Compl. ¶ 77, it immediately displayed increasing offers up to \$1.09, Ex. 3. When Vertical Trading Group again displayed an offer to sell at \$1.04, Citadel Securities was <b>already</b> displaying an offer at \$1.05 (which, at the time it was posted, <b>was lower</b> than Vertical’s then-offer of \$1.08). Both the sequencing of the offers and their prices thus demonstrate that Citadel Securities did not “park” offers behind Vertical Trading Group’s offers.

May 10, 2022 “Example Episode”	
Allegation	OTC Link Data
From 11:25:43 to 11:27:43, “[Ascendant Capital Markets] had placed orders to sell 1,000 shares at prices as low as \$0.9301, a better price than some or all of the Baiting Orders placed by [Citadel Securities].” Compl. ¶ 216. The Complaint refers to Citadel Securities placing orders to sell at higher prices—“behind” these lower priced orders—as “parking.” See Compl. ¶ 247.	When Ascendant was displaying an offer to sell at \$0.9301, Compl. ¶ 216, Citadel Securities displayed a lower offer to sell at \$0.9163, Ex. 4, and therefore did not “park” the offer behind Ascendant. Indeed, the data shows that Citadel Securities was posting prices below Ascendant throughout the relevant time period.

*Third*, NWBO’s allegation of the prices at which Defendants placed “Baiting Orders” is wrong.

October 12, 2020 “Example Episode”	
Allegation	OTC Link Data
“From 14:18:25 to 14:20:25, [Citadel Securities] placed 10,850 shares of Baiting Orders at prices ranging from \$1.05 to \$1.03 per share.” Compl. ¶ 75	Between 14:18:25 and 14:20:25, Citadel Securities displayed no offers at \$1.03. Ex. 3.
May 10, 2022 “Example Episode”	
Allegation	OTC Link Data
“From 11:25:43 to 11:27:43, [Citadel Securities] placed 30,958 shares of Baiting Orders at prices ranging from \$0.95 to \$0.8801 per share.” Compl. ¶ 214.	Between 11:25:43 to 11:27:43, Citadel Securities displayed no offers at \$0.95. Ex. 4.

*Fourth*, allegations that Citadel Securities “did not sell any shares of NWBO” during specified periods are false.

October 12, 2020 “Example Episode”	
Allegation	OTC Link Data
“Between 14:20:25 and 14:22:25, [Citadel Securities] did not sell any shares of NWBO.” Compl. ¶ 76.	Between 14:20:25 and 14:22:25, Citadel Securities sold thousands of shares of NWBO. Ex. 5.

May 10, 2022 “Example Episode”	
Allegation	OTC Link Data
“Between 11:27:43 and 11:29:43, [Citadel Securities] did not sell any shares of NWBO, consistent with the fictitious nature of the Baiting Orders.” Compl. ¶ 215.	Between 11:27:43 and 11:29:43, Citadel Securities sold thousands of shares of NWBO. Ex. 6.

*Finally*, after the purported October 12, 2020 spoofing episode, the price of NWBO was actually *higher* than before the alleged spoofing.

October 12, 2020 “Example Episode”	
Allegation	OTC Link Data
“The Baiting Orders successfully induced the entry of sell orders from other market participants, <i>driving the price of NWBO shares downward</i> . At 14:20:25, [Citadel Securities] took advantage of this artificial downward pressure and executed Executing Purchases to buy a total of 100 shares, at a price of \$1.02 per share, which was below the prevailing best offer of \$1.04 per share.” Compl. ¶ 78 (emphasis added).	As noted above, at 14:18:25, the best bid for NWBO was at \$0.995 per share and the best offer was at \$1.00 per share. Ex. 1. At 14:20:25, the prevailing best bid had <i>increased</i> to \$1.02 per share and the best offer had <i>increased</i> to \$1.04. Ex. 7.

\* \* \*

We are confident that, having reviewed the above information and Citadel Securities’ forthcoming Rule 11 motion, NWBO will choose to withdraw the Complaint. In this letter, however, Citadel Securities requests only a 30-day extension of the motion to dismiss deadline to give NWBO time to determine how to proceed, without burdening the parties or Court with what is obviously unnecessary motion to dismiss briefing (given that basic facts in the Complaint are utterly wrong). Accordingly, Citadel Securities requests (as it did on February 23), that NWBO please inform Defendants no later than 5 pm ET on February 27, 2023 whether NWBO objects to the modified motion to dismiss deadline.

Sincerely,

/s/ William A. Burck

William A. Burck

Encl.: Exhibits

# **Exhibit 1**

Symbol	Publish Date	Publish Time	Action	Consolidated Bid	Bid Size	Consolidated Offer	Ask Size
NWBO	10/12/2020	2:18:17.175	Inside	0.995	1300	1	500
NWBO	10/12/2020	2:18:29.646	Inside	0.999	30000	1	500

# **Exhibit 2**



Symbol	Publish Date	Publish Time	Action	Consolidated Bid	Bid Size	Consolidated Offer	Ask Size
NWBO	5/10/2022	11:25:42.964	Inside	0.97	1000	0.9701	3000
NWBO	5/10/2022	11:25:45.814	Inside	0.97	1000	0.97	3000

# **Exhibit 3**

Symbol	Publish Date	Publish Time	Action	Bid Price	Bid Size	Ask Price	Ask Size	Update MMID
NWBO	10/12/2020	2:18:37.654	Update	0.995	1300	1	1600	CDEL
NWBO	10/12/2020	2:18:41.186	Update	0.995	1300	1.02	1000	CDEL
NWBO	10/12/2020	2:19:04.854	Update	1	8500	1.02	1000	CDEL
NWBO	10/12/2020	2:19:16.554	Update	1	7500	1.02	1000	CDEL
NWBO	10/12/2020	2:19:21.554	Update	1	7500	1.02	1000	CDEL
NWBO	10/12/2020	2:19:24.258	Update	0.8	1000	1.01	100	VERT
NWBO	10/12/2020	2:19:25.754	Update	1	100	1.01	100	VERT
NWBO	10/12/2020	2:19:44.654	Update	1	7500	1.02	5000	CDEL
NWBO	10/12/2020	2:19:47.939	Update	1	7500	1.02	1000	CDEL
NWBO	10/12/2020	2:19:49.700	Update	1	100	1.03	100	VERT
NWBO	10/12/2020	2:19:57.954	Update	1	7500	1.02	1000	CDEL
NWBO	10/12/2020	2:19:58.326	Update	1	100	1.04	100	VERT
NWBO	10/12/2020	2:19:58.473	Update	1	100	1.05	100	VERT
NWBO	10/12/2020	2:19:58.700	Update	1	100	1.06	100	VERT
NWBO	10/12/2020	2:19:58.855	Update	1	100	1.07	100	VERT
NWBO	10/12/2020	2:19:58.953	Update	1	100	1.08	100	VERT
NWBO	10/12/2020	2:19:58.968	Update	1	7500	1.05	7200	CDEL
NWBO	10/12/2020	2:19:59.081	Update	1	100	1.09	100	VERT
NWBO	10/12/2020	2:20:01.454	Update	1.02	2000	1.05	7200	CDEL
NWBO	10/12/2020	2:20:02.954	Update	1.02	2000	1.05	7200	CDEL
NWBO	10/12/2020	2:20:12.492	Update	1	100	1.04	100	VERT
NWBO	10/12/2020	2:20:14.168	Update	1	7500	1.05	7200	CDEL
NWBO	10/12/2020	2:20:14.550	Update	1.02	100	1.04	100	VERT
NWBO	10/12/2020	2:20:15.002	Update	1.02	100	1.04	100	VERT
NWBO	10/12/2020	2:20:18.054	Update	1.02	5000	1.05	7200	CDEL
NWBO	10/12/2020	2:20:22.754	Update	1.03	9800	1.05	7200	CDEL
NWBO	10/12/2020	2:20:22.854	Update	1.03	7800	1.05	7200	CDEL
NWBO	10/12/2020	2:20:24.258	Update	1.02	5000	1.05	7200	CDEL
NWBO	10/12/2020	2:20:24.267	Update	1.02	5000	1.04	100	VERT

# **Exhibit 4**

Symbol	Publish Date	Publish Time	Action	Bid Price	Bid Size	Ask Price	Ask Size	Update MMID
NWBO	5/10/2022	11:25:46.286	Update	0.92	1000	0.9701	1000	ASCM
NWBO	5/10/2022	11:25:46.499	Update	0.95	1500	0.97	6943	CDEL
NWBO	5/10/2022	11:25:47.136	Update	0.93	1000	0.9701	1000	ASCM
NWBO	5/10/2022	11:25:47.998	Update	0.95	1500	0.9601	1000	CDEL
NWBO	5/10/2022	11:25:52.127	Update	0.8	1100	0.9601	1000	CDEL
NWBO	5/10/2022	11:25:54.498	Update	0.8	1100	0.96	1000	CDEL
NWBO	5/10/2022	11:25:55.598	Update	0.8	1100	0.96	5000	CDEL
NWBO	5/10/2022	11:25:56.648	Update	0.93	1000	0.9701	1000	ASCM
NWBO	5/10/2022	11:25:57.298	Update	0.8	1100	0.96	26000	CDEL
NWBO	5/10/2022	11:25:57.998	Update	0.8	1100	0.96	27000	CDEL
NWBO	5/10/2022	11:25:58.398	Update	0.8	1100	0.96	37000	CDEL
NWBO	5/10/2022	11:25:58.553	Update	0.93	1000	0.96	1000	ASCM
NWBO	5/10/2022	11:26:00.033	Update	0.92	1000	0.96	1000	ASCM
NWBO	5/10/2022	11:26:00.873	Update	0.93	1000	0.96	1000	ASCM
NWBO	5/10/2022	11:26:02.798	Update	0.8	1100	0.96	34000	CDEL
NWBO	5/10/2022	11:26:05.598	Update	0.8	1600	0.96	34000	CDEL
NWBO	5/10/2022	11:26:06.299	Update	0.8	1600	0.9301	1000	CDEL
NWBO	5/10/2022	11:26:07.980	Update	0.8	1100	0.9301	1000	CDEL
NWBO	5/10/2022	11:26:08.198	Update	0.9	2000	0.9301	1000	CDEL
NWBO	5/10/2022	11:26:16.141	Update	0.91	1000	0.96	1000	ASCM
NWBO	5/10/2022	11:26:16.298	Update	0.9	2000	0.9101	1000	CDEL
NWBO	5/10/2022	11:26:19.717	Update	0.8	1100	0.9101	1000	CDEL
NWBO	5/10/2022	11:26:21.717	Update	0.86	1000	0.96	1000	ASCM
NWBO	5/10/2022	11:26:21.898	Update	0.8	1100	0.9001	1000	CDEL
NWBO	5/10/2022	11:26:22.698	Update	0.8	1800	0.9001	1000	CDEL
NWBO	5/10/2022	11:26:25.270	Update	0.87	1000	0.96	1000	ASCM
NWBO	5/10/2022	11:26:29.498	Update	0.8	1800	0.9	5000	CDEL
NWBO	5/10/2022	11:26:29.598	Update	0.8	1800	0.8701	1000	CDEL
NWBO	5/10/2022	11:26:29.639	Update	0.8	1700	0.8701	1000	CDEL
NWBO	5/10/2022	11:26:40.458	Update	0.86	1000	0.96	1000	ASCM
NWBO	5/10/2022	11:26:40.800	Update	0.86	1000	0.8701	1000	ASCM
NWBO	5/10/2022	11:26:43.850	Update	0.85	1000	0.8701	1000	ASCM
NWBO	5/10/2022	11:26:52.798	Update	0.87	2000	0.8801	1000	CDEL
NWBO	5/10/2022	11:26:53.898	Update	0.87	2000	0.8701	1000	CDEL
NWBO	5/10/2022	11:26:57.109	Update	0.85	1000	0.8872	1000	ASCM

[Continued on Next Page]

Symbol	Publish Date	Publish Time	Action	Bid Price	Bid Size	Ask Price	Ask Size	Update MMID
NWBO	5/10/2022	11:26:57.298	Update	0.87	2000	0.8701	1000	CDEL
NWBO	5/10/2022	11:26:57.421	Update	0.85	1000	1.05	100	ASCM
NWBO	5/10/2022	11:26:57.798	Update	0.87	2000	0.8701	1000	CDEL
NWBO	5/10/2022	11:26:58.874	Update	0.83	1000	0.8701	1000	CDEL
NWBO	5/10/2022	11:26:58.998	Update	0.83	1000	0.8501	1000	CDEL
NWBO	5/10/2022	11:26:59.012	Update	0.83	1000	0.92	40790	CDEL
NWBO	5/10/2022	11:26:59.998	Update	0.88	3000	0.92	40790	CDEL
NWBO	5/10/2022	11:27:00.348	Update	0.83	1000	0.92	40790	CDEL
NWBO	5/10/2022	11:27:01.898	Update	0.83	1625	0.92	40790	CDEL
NWBO	5/10/2022	11:27:06.805	Update	0.89	10000	0.92	40790	CDEL
NWBO	5/10/2022	11:27:06.998	Update	0.89	10000	0.92	40790	CDEL
NWBO	5/10/2022	11:27:07.198	Update	0.89	12201	0.92	40790	CDEL
NWBO	5/10/2022	11:27:08.198	Update	0.89	12201	0.9199	1000	CDEL
NWBO	5/10/2022	11:27:08.633	Update	0.89	12201	0.9199	1000	CDEL
NWBO	5/10/2022	11:27:10.299	Update	0.892	1000	1.05	100	ASCM
NWBO	5/10/2022	11:27:11.800	Update	0.89	2201	0.9199	1000	CDEL
NWBO	5/10/2022	11:27:15.598	Update	0.83	1625	0.9199	1000	CDEL
NWBO	5/10/2022	11:27:25.498	Update	0.895	1117	0.9199	1000	CDEL
NWBO	5/10/2022	11:27:26.198	Update	0.892	1000	0.919	1000	ASCM
NWBO	5/10/2022	11:27:26.698	Update	0.895	1117	0.91	5000	CDEL
NWBO	5/10/2022	11:27:27.899	Update	0.892	1000	0.9301	1000	ASCM
NWBO	5/10/2022	11:27:29.334	Update	0.9	1000	0.9301	1000	ASCM
NWBO	5/10/2022	11:27:33.970	Update	0.895	1117	0.9163	7500	CDEL
NWBO	5/10/2022	11:27:34.261	Update	0.89	1000	0.9301	1000	ASCM
NWBO	5/10/2022	11:27:35.414	Update	0.9	1000	0.9301	1000	ASCM
NWBO	5/10/2022	11:27:36.974	Update	0.89	1000	0.9301	1000	ASCM
NWBO	5/10/2022	11:27:39.898	Update	0.895	1117	0.9163	7730	CDEL
NWBO	5/10/2022	11:27:40.147	Update	0.88	4243	0.9163	7730	CDEL
NWBO	5/10/2022	11:27:40.446	Update	0.88	4200	0.9163	7730	CDEL
NWBO	5/10/2022	11:27:40.446	Update	0.88	4000	0.9163	7730	CDEL
NWBO	5/10/2022	11:27:41.598	Update	0.88	4597	0.9163	7730	CDEL
NWBO	5/10/2022	11:27:41.660	Update	0.88	4000	0.9163	7730	CDEL

# **Exhibit 5**

Event Date	Event Time	Symbol	Price	Executed Quantity
10/12/2020	2:20:43	NWBO	1.02	3900
10/12/2020	2:21:51	NWBO	1.02	8000



# **Exhibit 6**

Event Date	Event Time	Symbol	Price	Executed Quantity
05/10/2022	11:28:14	NWBO	0.89	5083
05/10/2022	11:28:43	NWBO	0.911	3000
05/10/2022	11:29:07	NWBO	0.92	4900

# **Exhibit 7**

Symbol	Publish Date	Publish Time	Action	Consolidated Bid	Bid Size	Consolidated Offer	Ask Size
NWBO	10/12/2020	2:20:24.267	Inside	1.02	10000	1.04	5300
NWBO	10/12/2020	2:20:25.954	Inside	1.02	5100	1.04	5300